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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

March 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Delegation Agreement, dated as of March 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Delegation as supplemented previously filed with the Board under Recordation Numbers 23391-C and 23391-G.

The names and addresses of the parties to the enclosed document are:

| | |
|----------------|---|
| Lessor: | SNC Fintrack Sirocco 103, Avenue de Champs Elysees 75008 Paris, France |
| Lessee: | National Railroad Passenger Corporation 60 Massachusetts Avenue, N E. Washington, D.C. 20002 |
| Owner Trustee: | Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890 |

Section Chief
March 22, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive, AMTK 661; two (2) power cars, AMTK 2035 and 2039; one (1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544 and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car, AMTK 3415.

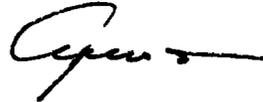
A short summary of the document to appear in the index is:

Termination and Release Delegation Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAR 22 '10 -10 20 AM

TERMINATION AND RELEASE
DELEGATION AGREEMENT

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 23, 2010 (this "Termination") is between SNC FINTRACK SIROCCO, a *société en nom collectif*, organized under the laws of France, with a share capital of € 7,561,885.54, having its registered office (*siège social*) at 103, avenue des Champs Elysées, 75008 Paris, France, registered under identification number 432 147 379 RCS Paris (in such capacity, the "Lessor"), NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated January 31, 2001, and (iii) that certain Lease Supplement dated March 5, 2001 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Lessor, Amtrak and Owner Trustee have entered into (i) that certain Delegation Agreement dated February 28, 2001, which was filed and recorded on February 28, 2001 at 9:19 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23391-C, and (ii) that certain Delegation Agreement, dated March 21, 2001, which was filed and recorded on March 21, 2001 at 11:21 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23391-G (together, subsections (i) and (ii), the "Delegation Agreement");

WHEREAS, pursuant to the Trust Indenture, Owner Trustee granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of Owner Trustee in, to and under the Delegation Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 23, 2010, among Amtrak, Lessor, Owner Trustee, Indenture Trustee and the other parties thereto, the Lease was terminated and all rights, title and interests of Lessor in and to the Units were transferred to Owner Trustee; and

WHEREAS, on the date hereof, Lessor, Amtrak and Owner Trustee have made arrangements satisfactory to each of them to terminate the Delegation Agreement.

NOW, THEREFORE, Lessor, Amtrak and Owner Trustee agree as follows:

Section 1. Termination of the Delegation Agreement and Release of the Units. The Delegation Agreement is hereby terminated, and all right, title and interest of Lessor

in and to the Units arising from and through the Delegation Agreement are hereby terminated and released.

Section 2. Further Assurances. Lessor and Owner Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor, Amtrak and Owner Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor and Owner Trustee have full authority to terminate and release all of its right, title and interest in and to the Delegation Agreement and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK SIROCCO

By: 

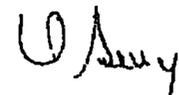
Name: Philippe LESPAIGNOL

Title:

Address: 103, avenue des Champs Elysées,
75008 Paris, France

VU POUR LA CERTIFICATION MATERIELLE
DE LA SIGNATURE APOSEE CI-DESSUS
DE Monsieur Philippe LESPAIGNOL




A large handwritten checkmark or signature mark.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein (R)
Title: Treasurer

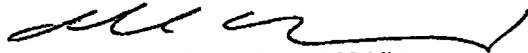
WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee

By: _____

Name: Robert J. Perkins
Title: Vice President

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: TALAL M. KAIROUZ

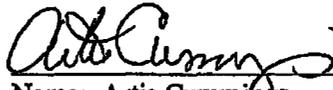
Title: ASSET MANAGER

By: 
Name: Trevor Mulligan

Title: Asset Manager

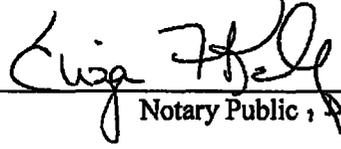
ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 
Name: Artis Cummings
Title: Banking Officer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 17 day of MARCH, 2010, before me personally appeared DALE M. STEIN, to me personally known, who, by me being duly sworn, says that he/she is the TREASURER of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public, DC

*My Commission Expires
July 31, 2014*

My Commission Expires: _____

STATE OF DELAWARE)
) ss.:
COUNTY OF CASTLE)

On this 8 day of March, 2010, before me personally appeared Robert J. Perkins me personally known, who, by me being duly sworn, says that he/she is the Vice President of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: PATRICK A. KANAR
Notary Public - State of Delaware
My Commission Expires April 1, 2010

DESCRIPTION OF UNITS

| Description | Amtrak Equipment Numbers |
|---|-------------------------------------|
| One (1) Dual-Cab, High Horsepower Electric Locomotive, manufactured by Bombardier Corporation and Alstom Transportation Inc. | AMTK 661 |
| High Speed Trainset Number 9, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of: | |
| Two (2) Power Cars | AMTK 2039 AMTK 2035 |
| One (1) First Class Car | AMTK 3219 |
| Three (3) Coach Cars | AMTK 3544 AMTK 3542 AMTK 3547 |
| One (1) Bistro Car | AMTK 3307 |
| One (1) End Coach Car | AMTK 3415 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 3/22/10



Robert W Alvord